

GPL Holdings, Inc.

A Nevada Corporation

Company Mailing Address:

1811 Grand Canal Blvd., Suite 7,
Stockton, CA 95207

Telephone: 925-876-8832

Corporate Website: None

Corporate Email: leecrawford627@gmail.com

QUARTERLY REPORT FOR THE PERIOD ENDED JANUARY 31, 2026

(the "Reporting Period")

Current Trading Symbol: GPLL

CUSIP Number: 3621MX103

Outstanding Shares

Indicate the number of shares outstanding of each of the issuer's classes of stock, as of the latest practicable date:

226,889,221 shares of common stock, \$0.001 par value, outstanding as of January 31, 2026. No shares of preferred stock issued and outstanding as of January 31, 2026.

Shell Status:

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period: Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

Forward Looking Statements:

This statement contains certain forward-looking statements. All statements other than statements of historical fact are "forward-looking statements" for purposes of these provisions, including any projections of earnings, revenues, or other financial items; any statements of the plans, strategies, and objectives of management for future operation; any statements regarding future economic conditions or performance; statements of belief; and any statement of assumptions underlying any of the foregoing. These forward-looking statements involve significant risks and uncertainties, including, but not limited to, the following: the ability to secure additional sources of finance; the successful integration of acquisitions; growth and anticipated operating results; developments in our markets and strategic focus; and future economic and business conditions. Our actual results could differ materially from those anticipated in such forward-looking statements as a result of these and a number of other factors. These forward-looking statements are made as of the date of this filing, and we assume no obligation to update such forward-looking statements.

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

GPL Holdings, Inc. (July 30, 2021, to Present)

Current State and Date of Incorporation or Registration: Nevada, July 30, 2021
Standing in this jurisdiction: (e.g. active, default, inactive): Active, Good Standing

Prior Incorporation Information for the issuer and any predecessors during the past five years:
N/A

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

N/A

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

N/A

Address of the issuer: 1811 Grand Canal Blvd., Suite 7, Stockton, CA 95207

⁴ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Address of the issuer's principal place of business:

Check if principal executive office and principal place of business are the same address:

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: Yes: If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Mountain Share Transfer, LLC
Phone: (404) 474-3110
Email: esn@mountainsharetransfer.com
Address: 2030 Powers Ferry Rd Suite # 212, Atlanta, GA 30339

Publicly Quoted or Traded Securities:

Trading symbol:	<u>GPLL</u>
Exact title and class of securities outstanding:	<u>Common Shares</u>
CUSIP:	<u>3621MX103</u>
Par or stated value:	<u>\$0.001 par value for both common and preferred</u>
Total shares authorized:	<u>480,000,000,000 common shares and 20,000,000 preferred shares of which 1,000,000 shares of preferred shares are designated as Series Z Stock</u>
Total shares outstanding:	<u>226,889,221 common shares and 0 preferred shares as of: 1/31/26</u>
Total number of shareholders of record:	<u>193</u>

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

Exact title and class of the security:	<u>N/A</u>
Par or stated value:	<u> </u>
Total shares authorized:	<u> </u> as of date: <u> </u>
Total shares outstanding:	<u> </u> as of date: <u> </u>
Total number of shareholders of record:	<u> </u> as of date: <u> </u>

Security Description:

1. For common equity, describe any dividend, voting and preemption rights.

Holders of shares of Common Stock shall be entitled to cast one vote for each share held at all stockholders' meetings for all purposes, including the election of directors. The Common Stock does not have cumulative voting rights.

No holder of shares of stock of any class or series shall be entitled as a matter of right to subscribe for or purchase or receive any part of any new or additional issue of shares of stock of any class or series, or of securities convertible into shares of stock of any class or series, whether now hereafter authorized or whether issued for money, for consideration other than money, or by way of dividend.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

The Preferred Stock of the Corporation shall be issuable by authority of the Board of Director(s) of the Corporation in one or more classes or one or more series within any class and such classes or series shall have such voting powers, full or limited, or no voting powers, and such designations, preferences, limitations, or restrictions as the Board of Directors of the Corporation may determine, from time to time. The authority of the Board of Directors with respect to each class or series shall include all designation rights conferred by Nevada Laws upon directors, including, but not limited to, determination of the following:

(a) The number of shares constituting of that class or series and the distinctive designation of that class or series;

(b) The dividend rate on the share of that class or series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights or priorities, if any, of payment of dividends on shares of that class or series;

(c) Whether the shares of that class or series shall have conversion privileges, and, if so, the terms and conditions of such privileges, including provision for adjustment of conversion rate(s) in relation to such events as the Board of Directors shall determine;

(d) Whether the shares of that class or series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which amount, they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(e) Whether there shall be a sinking fund for the redemption or purchase of shares of that class or series, and, if so, the terms and amount of such sinking fund;

(f) The rights of the shares of that class or series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that class or series; and

(g) Any other relative rights, preferences and limitations of that class or series now or hereafter permitted by law.

Designation of Preferred Series Z Stock

There will be no dividends due or payable on the Series Z Preferred Stock. Holders of Series Z Preferred Stock shall have no right to convert those shares into Common Stock or any other class of securities of the Corporation. Each one share of the Series Z Preferred Stock shall have voting rights equal to one million (1,000,000) votes of Common Stock. With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of Series Z Preferred Stock shall vote together with the holders of Common Stock without regard to class, except as to those matters on which separate class voting is required by applicable law or the Corporation's Articles of Incorporation or by-laws.

3. Describe any other material rights of common or preferred stockholders.

N/A

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

N/A

3) Issuance History

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: Yes: (If yes, you must complete the table below)

Shares Outstanding <u>Opening Balance:</u> Date <u>8/1/23</u> Common: 176,285,321 Preferred: <u>0</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>8/14/23</u>	<u>Merger</u>	<u>50,603,000</u>	<u>Common</u>	50,604	<u>No</u>	<u>(see note 1)</u>	<u>(see note 1)</u>	<u>Restricted</u>	<u>N/A</u>
Shares Outstanding on Date of This Report <u>Ending Balance:</u> Date <u>8/14/23 (and as of 1/31/26)</u> Common: 226,889,221 Preferred: <u>0</u>									

Note 1: On August 7, 2023, GPL Holdings, Inc., a Nevada corporation ("GPLL") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Global Pharma Labs, Inc., a Delaware

corporation (“Labs”), and GPL Merger Sub, Inc., (“Merger Sub”) a Delaware corporation and a wholly owned subsidiary of GPLL. Upon the terms and subject to the satisfaction of the conditions described in the Merger, Merger Sub was merged with and into Labs, with Labs surviving the merger as a wholly owned subsidiary of GPLL. The merger is intended to qualify as a tax-free reorganization for U.S. federal income tax purposes.

The effective time of the Merger was August 14, 2023, (“Effective Time”). The Merger Agreement was effected pursuant to Section 253 of the DGCL when Merger Sub filed a Certificate of Merger with the Secretary of State of the State of Delaware. Prior to the Effective Time and pursuant to Section 228 of the DGCL, and the bylaws of the Company, the Company received written consent by stockholders of the Company holding sufficient Company common stock to constitute the requisite stockholder approval.

As a result of the Merger, each share of Labs capital stock outstanding immediately prior to the effective time of the merger was automatically converted into the right to receive an equivalent amount of common stock of GPLL upon surrender of the certificate or uncertificated Shares to Mountain Share Transfer, LLC, the Company’s transfer agent. The executed Merger Agreement is on file with the Company. A copy of the Merger Agreement will be furnished by GPLL on request, without cost to any stockholder of the constituent corporations. Notice of Merger and appraisal rights including shareholder consent agreement and Merger Agreement. were mailed to stockholders of Labs on August 15, 2023.

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer’s equity securities:

No: Yes: (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

***Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

Use the space below to provide any additional details, including footnotes to the table above:

N/A

4) Issuer’s Business, Products and Services

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

As a result of a merger effective on August 14, 2023, GPL Holdings, Inc. (“GPL” or the “Company”) adopted the business plan of Global Pharma Labs, Inc. (“Global Pharma”), which became its wholly owned subsidiary upon consummation of the merger. The Company is no longer considered a shell company and now operates as a biopharmaceutical company.

The Company does not currently have any products available for commercial sale, and none of its product candidates have completed clinical trials or received FDA approval. Its research and development activities are primarily based on intellectual property and patent rights pursuant to a licensing agreement entered into by Global Pharma, the Company’s wholly owned subsidiary, with Sylvester Lee Crawford, the Company’s sole officer and director. On November 22, 2016, Global Pharma entered into the license agreement, granting the Company exclusive rights to develop, manufacture, and commercialize certain pharmaceutical products using Crawford’s patents and know-how. Under the agreement, the Company pays a 1.5% royalty on Net Sales during the Royalty Term, which lasts until the later of ten years after the first commercial sale or the expiration of the licensed patents in each country. Thereafter, the Company retains a perpetual, royalty-free license to the know-how. The agreement also provides for sublicensing, confidentiality, record-keeping, and dispute resolution.

Several of the licensed patents are expired or abandoned, including US 11/296,575 and US 09/270,962, which are permanently expired and cannot be revived, allowing others to freely use the underlying technology. Management intends to pursue revival or reinstatement of other abandoned or fee-related patents to the extent possible, but there is no guarantee that the USPTO will grant such requests.

Global Pharma’s current focus is the preclinical development of its OA-sys therapy for osteoarthritis and the pursuit of additional provisional patent applications for potential therapies targeting onychomycosis, herpes simplex virus (genital herpes, cold sores, shingles), and erectile dysfunction.

The Company is currently seeking financing to fund its research, development, patent legal work, and related operational needs; however, as of the date of this filing, there are no material updates regarding the status or timing of such financing efforts. There can be no assurance that the Company will ever secure adequate financing to fulfill or further its business objectives. Any investment in the Company’s securities involves a high degree of risk, and investors should carefully consider the possibility that they could lose all or a portion of their investment if the Company is unable to pursue its business strategy.

B. List any subsidiaries, parent company, or affiliated companies.

Global Pharma Labs, Inc., a Delaware Corporation

C. Describe the issuers’ principal products or services.

Refer to the disclosure above in Section 4(A) for a detailed description of the Company’s plans and product candidates.

5) Issuer’s Facilities

The Company operates from the home office of its sole officer and director at no cost.

6) All Officers, Directors, and Control Persons of the Company

***The chart below is as of 1/31/26

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/ class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Sylvester Lee Crawford</u>	<u>Sole Officer and Director of GPL Holdings, Inc.</u>	<u>1811 Grand Canal Blvd., Suite 7, Stockton, CA 95207</u>	<u>None; however please note the indirect ownership of the below entities</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u>Ernest L Bonner</u>	<u>Unpaid Employee and Advisor to the Company</u>	<u>1811 Grand Canal Blvd., Suite 7, Stockton, CA 95207</u>	<u>10,000,000</u> <u>Note the additional indirect ownership of the below entities not calculated in this row</u>	<u>Common Shares</u>	<u>4.407%</u>	<u>N/A</u>
<u>BGT Irrevocable Trust</u>	<u>5% or more</u>	<u>1811 Grand Canal Blvd., Suite 7, Stockton, CA 95207</u>	<u>31,000,000</u>	<u>Common Shares</u>	<u>13.663%</u>	<u>BGT Irrevocable Trust has the following beneficiaries: Rosalind Tate, Brandy Tate, Valerie Arroyo, Ernest L Bonner III, Kacey Bonner, Jenaye Bonner, Garrett Bonner, Austen Bonner, Issue of Joseph Gaffney, and Eric Miles.</u>
<u>DBT Irrevocable Trust</u>	<u>5% or more</u>	<u>1811 Grand Canal Blvd., Suite 7, Stockton, CA 95207</u>	<u>25,500,000</u>	<u>Common Shares</u>	<u>11.239%</u>	<u>DBT Irrevocable Trust has the following beneficiaries: Rosalind Tate, Helena Tillar, Ernest Bonner III, and Jenaye Bonner.</u>
<u>GPL Holdings, LLC.</u>	<u>5% or more</u>	<u>1811 Grand Canal Blvd., Suite 7, Stockton, CA 95207</u>	<u>43,466,666</u>	<u>Common Shares</u>	<u>19.158%</u>	<u>Sylvester Lee Crawford is the sole member of GPL Holdings, LLC.</u>
<u>LCMR Irrevocable Trust</u>	<u>5% or more</u>	<u>1811 Grand Canal Blvd., Suite 7, Stockton, CA 95207</u>	<u>67,000,000</u>	<u>Common Shares</u>	<u>29.530%</u>	<u>LCMR Irrevocable Trust has the following beneficiaries: Sylvester Lee Crawford and Maria Ramos.</u>
<u>Kuo Lian Yang</u>	<u>5% or more</u>	<u>1811 Grand Canal Blvd., Suite 7, Stockton, CA 95207</u>	<u>17,000,000</u>	<u>Common Shares</u>	<u>7.493%</u>	<u>Officer and Director of our wholly owned subsidiary</u>

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, to the Issuer's best knowledge, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None.

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

None.

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None.

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None.

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None.

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None.

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None.

8) Third Party Service Providers

Securities Counsel (must include Counsel preparing Attorney Letters)

None.

The Company does not have securities counsel to disclose in this section, as all reports are prepared internally. The financial statements presented as of January 31, 2026, and July 31, 2025, have not been audited and were prepared internally by the Company with assistance from a third-party contractor who has basic accounting experience but is not a CPA.

Accountant

Name: N/A
Address: N/A

Investor Relations

Name: N/A
Firm: N/A
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): N/A
Discord: N/A
LinkedIn: N/A
Facebook: N/A
[Other] N/A

Other Service Providers

Name: N/A
Firm: N/A
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: **Sylvester Lee Crawford**
Title: **CEO, CFO, Director**
Relationship to Issuer: **Sole Officer and Director**

B. The following financial statements were prepared in accordance with:

- IFRS
 U.S. GAAP

C. The following financial statements and accompanying notes were prepared internally by the Company with assistance from a third-party contractor who has basic accounting experience but is not a CPA. These statements have not been audited and were compiled solely from the Company's journal entries and other supporting information.

Party who prepared financial statements:

Name: **Sylvester Lee Crawford**
Title: **CEO, CFO, Director**
Relationship to Issuer: **Sole Officer/ Director**

Describe the qualifications of the person or persons who prepared the financial statements:⁵ Basic accounting experience

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⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

GPL Holdings, Inc.
Consolidated Balance Sheet
(Unaudited)

	January 31, 2026	July 31, 2025
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 337	\$ 1,497
TOTAL CURRENT ASSETS	<u>337</u>	<u>1,497</u>
TOTAL ASSETS	<u>\$ 337</u>	<u>\$ 1,497</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Loan to the Company - related party	\$ 210,678	\$ 191,578
TOTAL LIABILITIES	<u>\$ 210,678</u>	<u>\$ 191,578</u>
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock (\$.001 par value, 20,000,000 shares authorized; 0 issued and outstanding as of January 31, 2026, and July 31, 2025)	-	-
Common stock (\$.001 par value, 480,000,000 shares authorized, 226,889,221 issued and outstanding as of January 31, 2026, and July 31, 2025)	226,889	226,889
Additional paid-in capital	<u>(226,889)</u>	<u>(226,889)</u>
Accumulated deficit	<u>(210,341)</u>	<u>(190,081)</u>
Total Stockholders' Equity (Deficit)	<u>(210,341)</u>	<u>(190,081)</u>
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY (DEFICIT)	<u>\$ 337</u>	<u>\$ 1,497</u>

The accompanying notes are an integral part of these unaudited financial statements.

GPL Holdings, Inc.
Consolidated Statement of Operations
(Unaudited)

	Three Months Ended January 31, 2026	Three Months Ended January 31, 2025	Six Months Ended January 31, 2026	Six Months Ended January 31, 2025
Operating expenses				
General and administrative expenses	\$ 2,370	\$ 1,540	\$ 20,260	\$ 4,296
Total operating expenses	2,370	1,540	20,260	4,296
Net income/ loss	\$ (2,370)	\$ (1,540)	\$ (20,260)	\$ (4,296)
Basic and Diluted net loss per common share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding - Basic and Diluted	226,889,221	226,889,221	226,889,221	226,889,221

The accompanying notes are an integral part of these unaudited financial statements.

GPL Holdings, Inc.
Consolidated Statement of Changes in Stockholders' (Deficit)
For the Period July 31, 2025, to January 31, 2026
(Unaudited)

	Common Shares	Par Value Common Shares	Additional Paid-in Capital	Accumulated Deficit	Total
Balances, July 31, 2025	226,889,221	226,889	\$ (226,889)	\$ (190,081)	\$(190,081)
Net loss	-	-	-	(17,890)	(17,890)
Balances, October 31, 2025	226,889,221	226,889	\$ (226,889)	\$ (207,970)	\$(207,970)
Net loss	-	-	-	(2,370)	(2,370)
Balances, January 31, 2026	226,889,221	226,889	\$ (226,889)	\$ (210,341)	\$(210,341)

GPL Holdings, Inc.
Consolidated Statement of Changes in Stockholders' (Deficit)
For the Period July 31, 2024, to January 31, 2025
(Unaudited)

	Common Shares	Par Value Common Shares	Additional Paid-in Capital	Accumulated Deficit	Total
Balances, July 31, 2024	226,889,211	226,889	\$ (226,889)	\$ (180,399)	\$(180,399)
Net loss	-	-	-	(2,756)	(2,756)
Balances, October 31, 2024	226,889,211	226,889	\$ (226,889)	\$ (183,154)	\$(183,154)
Net loss	-	-	-	(1,540)	(1,540)
Balances, January 31, 2025	226,889,211	226,889	\$ (226,889)	\$ (184,694)	\$(184,694)

The accompanying notes are an integral part of these unaudited financial statements.

GPL Holdings, Inc.
Consolidated Statement of Cash Flows
(Unaudited)

	Six Months Ended January 31, 2026	Six Months Ended January 31, 2025
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>		
Net loss	\$ (20,260)	\$ (4,296)
Changes in current assets and liabilities:		
Net cash used in operating activities	<u>(20,260)</u>	<u>(4,296)</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>		
Loan to the Company - related party	\$ 19,100	\$ 6,300
Net cash used in financing activities	<u>19,100</u>	<u>6,300</u>
Net change in cash	\$ (1,160)	\$ 2,004
Beginning cash balance	1,497	979
Ending cash balance	<u>\$ 337</u>	<u>\$ 2,983</u>
<u>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</u>		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -

The accompanying notes are an integral part of these unaudited financial statements.

GPL Holdings, Inc.
Notes to the Unaudited Financial Statements

Note 1 - Organization and Description of Business

GPL Holdings, Inc. (we, us, our, or the "Company") was incorporated by Sylvester Lee Crawford on July 30, 2021, in the State of Nevada.

On July 30, 2021, Sylvester Lee Crawford was appointed Chief Executive Officer, Chief Financial Officer, and Director of GPL Holdings, Inc.

On May 23, 2022, the Company, or "Successor", transmuted its business plan from that of a blank check shell company to a business combination related shell company with a holding company formation pursuant to a reorganization with Benchmark Energy Corporation ("BMRK" or "Predecessor"). The reason for the change in the nature of our business plan was due to the fact that our sole director believed it to be in the best interest of the Company to complete a holding company reorganization ("Reorganization") with BMRK. The "Articles of Merger" pursuant to the Reorganization were filed on March 23, 2022 with the Nevada Secretary of State, with an equivalent effective date.

The constituent corporations in the Reorganization were Benchmark Energy Corporation ("BMRK" or "Predecessor"), the Company and GPL Merger Sub, Inc. ("Merger Sub"). Our director is and was the sole director/officer of each constituent corporation in the Reorganization.

Pursuant to the reorganization, the Company issued 1,000 common shares of its common stock to Predecessor and Merger Sub issued 1,000 shares of its common stock to the Company immediately prior to the Reorganization. Immediately prior to the merger, the Company was a wholly owned direct subsidiary of BMRK and Merger Sub was a wholly owned and direct subsidiary of the Company. The legal effective date of the Reorganization was May 23, 2022 (the "Effective Time"). At the Effective Time, Predecessor was merged with and into Merger Sub (the "Merger"), and Predecessor was the surviving corporation. Each share of Predecessor common stock (BMRK) issued and outstanding immediately prior to the Effective Time was converted into one validly issued, fully paid and non-assessable share of Successor common stock.

Each share of Predecessor's common stock issued and outstanding immediately prior to the Effective Time was converted into one validly issued, fully paid and non-assessable share of Successor common stock.

On May 26, 2022, GPL Holdings, Inc. was issued a CUSIP number by CUSIP Global Services of 3621MX103. The announcement of our corporate action and release of our ticker symbol "GPLL" was posted on the FINRA Daily List on October 21, 2022. As a result of the Reorganization and FINRA'S subsequent completion of their review, GPL Holdings, Inc. began a quoted market in its common stock on October 24, 2022 under the ticker symbol "GPLL" as listed on the OTC Markets Group Inc.'s Expert Market.

On August 7, 2023, GPL Holdings, Inc., a Nevada corporation ("GPLL") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Global Pharma Labs, Inc., a Delaware corporation ("Labs"), and GPL Merger Sub, Inc., ("Merger Sub") a Delaware corporation and a wholly owned subsidiary of GPLL. Upon the terms and subject to the satisfaction of the conditions described in the Merger, Merger Sub was merged with and into Labs, with Labs surviving the merger as a wholly owned subsidiary of GPLL. The merger is intended to qualify as a tax-free reorganization for U.S. federal income tax purposes.

The effective time of the Merger was August 14, 2023, ("Effective Time"). The Merger Agreement was effected pursuant to Section 253 of the DGCL when Merger Sub filed a Certificate of Merger with the Secretary of State of the State of Delaware. Prior to the Effective Time and pursuant to Section 228 of the

DGCL, and the bylaws of the Company, the Company received written consent by stockholders of the Company holding sufficient Company common stock to constitute the requisite stockholder approval.

As a result of the Merger, each share of Labs capital stock outstanding immediately prior to the effective time of the merger was automatically converted into the right to receive an equivalent amount of common stock of GPLL upon surrender of the certificate or uncertificated Shares to Mountain Share Transfer, LLC, the Company's transfer agent. The executed Merger Agreement is on file with the Company. A copy of the Merger Agreement will be furnished by GPLL on request, without cost to any stockholder of the constituent corporations. Notice of Merger and appraisal rights including shareholder consent agreement and Merger Agreement. were mailed to stockholders of Labs on August 15, 2023.

As a result of the aforementioned merger, GPL Holdings, Inc. adopted the business plan of its now wholly owned subsidiary, Global Pharma Labs, Inc. The Company is no longer deemed to be a shell company and is a biopharmaceutical company dedicated to developing new therapies and to providing low-cost quality healthcare products including prescription drugs, non-prescription drugs, medical supplies, dental supplies, medical equipment, and dental equipment.

The Company has elected July 31st as its year end.

Note 2 - Summary of Significant Accounting Policies

Principles of Consolidations

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Global Pharma Labs, Inc. All significant intercompany accounts and transactions have been eliminated.

Basis of Presentation

This summary of significant accounting policies is presented to assist in understanding the Company's financial statements. These accounting policies conform to accounting principles, generally accepted in the United States of America, and have been consistently applied in the preparation of the financial statements.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. In the opinion of management, all adjustments necessary in order to make the financial statements not misleading have been included. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. Cash and cash equivalents as of January 31, 2026, and July 31, 2025, were \$337 and \$1,497, respectively.

Income Taxes

The Company accounts for income taxes under ASC 740, "*Income Taxes*." Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and

liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. No deferred tax assets or liabilities were recognized as of January 31, 2026.

Basic Earnings (Loss) Per Share

The Company computes basic and diluted earnings (loss) per share in accordance with ASC Topic 260, *Earnings per Share*. Basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding during the reporting period. Diluted earnings (loss) per share reflect the potential dilution that could occur if stock options and other commitments to issue common stock were exercised or equity awards vest resulting in the issuance of common stock that could share in the earnings of the Company.

The Company does not have any potentially dilutive instruments as of January 31, 2026, and, thus, anti-dilution issues are not applicable.

Fair Value of Financial Instruments

The Company's balance sheet includes certain financial instruments. The carrying amounts of current assets and current liabilities approximate their fair value because of the relatively short period of time between the origination of these instruments and their expected realization.

ASC 820, *Fair Value Measurements and Disclosures*, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 - Inputs that are both significant to fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of January 31, 2026. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include accrued expenses.

Related Parties

The Company follows ASC 850, *Related Party Disclosures*, for the identification of related parties and disclosure of related party transactions.

Share-Based Compensation

ASC 718, "*Compensation – Stock Compensation*", prescribes accounting and reporting standards for all share-based payment transactions in which employee services are acquired. Transactions include incurring liabilities, or issuing or offering to issue shares, options, and other equity instruments such as employee stock ownership plans and stock appreciation rights. Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the financial statements based on their fair values. That expense is recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period).

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of ASC 505-50, "*Equity – Based Payments to Non-Employees*." Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date.

The Company had no stock-based compensation plans as of January 31, 2026.

The Company's stock-based compensation for the periods ended January 31, 2026, and January 31, 2025, was \$0 for both periods.

Recently Issued Accounting Pronouncements

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. ASU 2016-02 is amended by ASU 2018-01, ASU 2018-10, ASU 2018-11, ASU 2018-20 and ASU 2019-01, which FASB issued in January 2018, July 2018, July 2018, December 2018 and March 2019, respectively (collectively, the amended ASU 2016-02). The amended ASU 2016-02 requires lessees to recognize on the balance sheet a right-of-use asset, representing its right to use the underlying asset for the lease term, and a lease liability for all leases with terms greater than 12 months. The recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee have not significantly changed from current GAAP. The amended ASU 2016-02 retains a distinction between finance leases (i.e. capital leases under current GAAP) and operating leases. The classification criteria for distinguishing between finance leases and operating leases will be substantially similar to the classification criteria for distinguishing between capital leases and operating leases under current GAAP. The amended ASU 2016-02 also requires qualitative and quantitative disclosures designed to assess the amount, timing, and uncertainty of cash flows arising from leases. A modified retrospective transition approach is permitted to be used when an entity adopts the amended ASU 2016-02, which includes a number of optional practical expedients that entities may elect to apply.

We have no assets and or leases and do not believe we will be impacted in the foreseeable future by the newly adopted accounting standard(s) mentioned above.

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new pronouncements that have been issued that might have a material impact on its financial position or results of operations.

Note 3 - Going Concern

The Company's financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern that contemplates the realization of assets and liquidation of liabilities in the normal course of business.

The Company demonstrates adverse conditions that raise substantial doubt about the Company's ability to continue as a going concern for one year following the issuance of these financial statements. These adverse conditions are negative financial trends, specifically operating loss, working capital deficiency, and other adverse key financial ratios.

The Company has not established any source of revenue to cover its operating costs. Management plans to fund operating expenses with related party contributions to capital. There is no assurance that management's plan will be successful. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classification of liabilities that might be necessary in the event that the Company cannot continue as a going concern.

Note 4 - Income Taxes

The Company has not recognized an income tax benefit for its operating losses generated based on uncertainties concerning its ability to generate taxable income in future periods. The tax benefit for the period presented is offset by a valuation allowance established against deferred tax assets arising from the net operating losses, the realization of which could not be considered more likely than not. In future periods, tax benefits and related deferred tax assets will be recognized when management considers realization of such amounts to be more likely than not. As of January 31, 2026, the Company incurred a net loss of approximately \$210,341 which resulted in a net operating loss for income tax purposes. The loss results in a deferred tax asset of approximately \$44,172 at the effective statutory rate of 21%. The deferred tax asset has been offset by an equal valuation allowance. Given our inception on July 30, 2021, and our fiscal year end of July 31, 2025, we have completed five taxable fiscal years.

On December 22, 2017, the Tax Cuts and Jobs Act of 2017 was signed into law. This legislation reduced the federal corporate tax rate from the previous 35% to 21%.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carryforwards for Federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carryforwards may be limited as to use in future years.

Note 5 - Commitments and Contingencies

The Company follows ASC 450-20, *Loss Contingencies*, to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred, and the amount of the assessment can be reasonably estimated. There were no commitments or contingencies as of January 31, 2026.

Note 6 - Shareholder Equity

Preferred Stock

The authorized preferred stock of the Company consists of 20,000,000 shares with a par value of \$0.001. There were no shares of preferred stock issued and outstanding as of January 31, 2026, and July 31, 2025.

Common Stock

The authorized common stock of the Company consists of 480,000,000 shares with a par value of \$0.001. There were 226,889,221 shares of common stock issued and outstanding as of January 31, 2026, and July 31, 2025.

Note 7 - Related-Party Transactions***Loan to the Company***

During the period ended January 31, 2026, our unpaid employee and scientific advisor, Ernest L. Bonner Jr, transferred cash totaling \$19,100 to the Company. These transfers are considered as loans to the Company which are noninterest-bearing, unsecured and payable on demand. As of January 31, 2026, the loan amount owed to Dr. Bonner by the Company was \$50,000.

During the year ended July 31, 2025, our sole director, Lee Crawford withdrew cash totaling \$100 which was posted as a reduction of his total loan to the Company. As of January 31, 2026, and July 31, 2025, the loan amount owed to Mr. Crawford by the Company was \$160,678.

During the year ended July 31, 2025, our unpaid employee and scientific advisor, Ernest L. Bonner Jr, transferred cash totaling \$10,300 to the Company. These transfers are considered as loans to the Company which are noninterest-bearing, unsecured and payable on demand. As of July 31, 2025, the loan amount owed to Dr. Bonner by the Company was \$30,900.

Office Space

We utilize the home office space and equipment of our management at no cost.

Note 8 - Subsequent Events

None.

10) Issuer Certification

Principal Executive Officer:

I, Sylvester Lee Crawford, certify that:

1. I have reviewed this Disclosure Statement for GPL Holdings, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 30, 2026

/s/ Sylvester Lee Crawford

Principal Financial Officer:

I, Sylvester Lee Crawford, certify that:

1. I have reviewed this Disclosure Statement for GPL Holdings, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 30, 2026

/s/ Sylvester Lee Crawford